



UNITED COTFAB LIMITED

(Formerly Known as United Cotfab Private Limited)

Registered Office : Survey No. 238, 239, Shahwadi, Nr. Pirana Octroi Naka, Narol, Ahmedabad(GJ)-382405.
E-mail : info@unitedcotfab.com Contact : 9925232824 CIN : U13111GJ2023PLC145961

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF UNITED COTFAB LIMITED IN THEIR BOARD MEETING HELD ON SATURDAY, DECEMBER 15, 2023, 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO. 238, 239, SHAHWADI, NR. PIRANA OCTROI NAKA, NAROL, AHMEDABAD (GJ) - 382405.

DISCLOSURES OF MATERIAL OUTSTANDING LITIGATIONS AND OUTSTANDING DUES TO CREDITORS IN THE OFFER DOCUMENTS ISSUED IN PURSUANCE OF THE PROPOSED INITIAL PUBLIC OFFERING OF THE COMPANY

It was noted that in view of the proposed initial public offering of the Company, as per Schedule VI of Securities and Exchange of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended from time to time, for the purpose of disclosure in the Draft Prospectus/ Draft Red Herring Prospectus, and the Prospectus/ Red Herring Prospectus or any other offer documents related to the proposed initial public offering (collectively "Offer Documents"), the Board is required to formulate materiality policies for (i) determining material outstanding litigations involving the Company, its subsidiaries and its group companies; and (ii) determining materiality for the purpose of disclosure of outstanding dues owed to creditors.

1. Materiality of Outstanding Litigations involving the Company, Subsidiaries

It was noted that SEBI ICDR Regulations *inter-alia* mandate that the Offer Documents must contain disclosures pertaining to pending litigation with respect to:

- i. all criminal proceedings;
- ii. all actions by regulatory authorities and statutory authorities;
- iii. disciplinary action including penalty imposed by SEBI or stock exchanges against the promoters in the last five financial years including outstanding action;
- iv. claims related to direct and indirect taxes, in a consolidated manner, giving the number of cases and total amount;
- v. Other pending litigations - As per the policy of materiality defined by the board of directors of the issuer and disclosed in the offer document.

The Board has to consider and approve the materiality policy based on which the said outstanding litigations at point (v) shall be disclosed in the offer document. After discussions, the Board passed the following resolutions:

"RESOLVED THAT in view of the nature and extent of operations of the Company the outstanding litigations involving the Company, shall be considered material if:

- a. the aggregate amount involved in such individual litigation exceeds Ten percent (10%) of profit after tax of the Company, as per the last audited financial statements; or
- b. where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually



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may not exceed Ten percent (10%) of profit after tax of the Company as per the last audited financial statements, if similar litigations put together collectively exceed Ten percent (10%) of the profit after tax of the Company; or

- c. litigations whose outcome could have a material impact on the business, operations, prospects or reputations of the Company and the Board or any of its committees shall have the power and authority to determine the suitable materiality thresholds for the subsequent financial years on the aforesaid basis or any other basis as may be determined by the Board or any of its committees.

2. Materiality policy for Group Companies

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Company, our Company has considered those companies as our Group Company with which there were related party transactions as per the Restated Financial Statements of our Company and other Companies as considered material by our Board.

Further, pursuant to a resolution of our Board passed for the purpose of disclosure in relation to Group Company in connection with the offer, a company shall be considered material and disclosed as a Group Company if the Company is member of the Promoter Group and our Company has entered into one or more transactions with such company in last restated financial statement exceeding 10% of total revenue of our Company for the last Restated Financial Statements.

3. Material Outstanding Dues to Creditors

It was noted that the SEBI ICDR Regulations *inter-alia* mandate that the Offer Documents must contain disclosures pertaining to outstanding creditors:

- i. Based on the policy on materiality defined by the board of directors of the issuer, details of creditors which include the consolidated number of creditors and the aggregate amount involved;
- ii. Consolidated information on outstanding dues to micro, small and medium enterprises and other creditors, separately giving details of number of cases and amount involved;
- iii. Complete details about outstanding over dues to material creditors along with the name and amount involved for each such material creditor shall be disclosed, on the website of the company with a web link thereto.

The Board has to consider and approve the materiality policy based on which the said outstanding dues shall be considered material and disclosed in the Offer Documents. After discussions, the following resolutions were passed by the Board:

“RESOLVED THAT in view of the nature and extent of outstanding dues of the Company and the nature and extent of the business operations undertaken by the Company, the dues owed by the Company to creditors exceeding Twenty five (25%) of the Company’s trade payables for the last audited financial statements shall be considered as material dues for the Company.



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"RESOLVED FURTHER THAT the details of outstanding dues to micro, small and medium enterprises (if any) and other creditors, separately giving details of number of cases and amount involved; shall be disclosed in the Offer Documents."

"RESOLVED FURTHER THAT the details of outstanding dues to material creditors shall be uploaded on the webpage of the Company as required under the SEBI ICDR Regulations."

//CERTIFIED TO BE TRUE//
For United Cotfab Limited



Gagan Nirmalkumar Mittal
Managing Director
DIN: 00593377

Place: Ahmedabad
Date: 15.03.2023